Board of Directors Meeting #6

April 22, 1999

Participating:
Paul Anderson, Tom Bilger, Bill Haid, Johnny Johnson, Louise Lonabocker, Valerie Mead, Gene Schuster, Heather Smith

Absent:
Paul Taylor

Guests:
Catherine Livingston, Attorney at Law, Caplin & Drysdale (by conference call)

Staff Attending:
Janie Barnett, Dale Gough, Jacque Gourley, Barmak Nassirian, Jerry Sullivan

- Bill Haid convened Meeting 6, 1999 at 2:00 PM.

1. **President's Remarks:**
   Haid spoke about the overall success of the Annual Meeting, and asked Louise to present the evaluation comments made by the attendees. Haid stated that the AACRAO Office would share the evaluations with the exhibitors. Mead asked how the "87% favorable" figure related to previous years.
   Action: Anderson offered to locate and mail last year's attendee survey of the Chicago Annual Meeting to the AACRAO office for the purpose of comparing and reporting on the meeting evaluations. Further discussion about the annual meeting ensued, with Lonabocker and office staff making notes about ideas for next year.

2. **AACRAO Mission Statement:**
   Haid provided the AACRAO Mission Statement (adopted by membership vote 4/21/99) to the Board as a point of emphasis for the Board and discussed the role of Board members

3. **Board Subcommittee Structure:**
   Haid distributed the new Board subcommittee structure and assignments, and welcomed discussion about changes to the configuration. The Board commented that it was more appropriate to switch Paul Taylor and Tom Bilger so that they serve on the Operations and Membership subcommittees respectively. The subcommittees were directed to invite AACRAO Office Executive staff to their discussions as needed. The Board expressed their agreement with the subcommittee structure as follows:

   Finance and Audit Subcommittee (eg. Budget preparation, financial/risk analysis)

      Gene Schuster, Chair
      Paul Anderson
      Bill Haid

Membership Subcommittee (eg. Membership issues/questions, structure, plans)

Louise Lonabocker, Chair
Johnny Johnson
Tom Bilger

Operations Subcommittee (egs., Association or Office procedures/processes including professional development and publications)

Heather Smith, Chair
Valerie Mead
Paul Taylor

In addition the **Administrative Committee** would continue (eg. Board Planning, site selection) involving

Haid, Chair
Anderson
Lonabocker
Schuster

4. **Board Calendar:**
Haid presented the calendar for Board Meetings 1999-2000. The Calendar includes monthly conference calls as well as meeting dates.

5. **Board Activity Plan:**
Haid presented a planned slate for activity consideration which included a primary objective for each upcoming meeting.

6. **Board Meeting Schedule:**
Haid provided the Board with a meeting plan that describes the format for each of the scheduled Board meetings. The first day will be for subcommittee meetings and the second for the full Board to take action with subcommittee meetings in the afternoon. On the third day, the full board will meet again and adjourn by noon.

7. **Investment Policy, Management of Reserves and Reporting:**
Action: The issue of investment policy, management of reserves and reporting carried over from meeting 5 was referred to the Finance Subcommittee.

8. **Complimentary Registration Policy:**
Action: The issue of complimentary registration carried over from meeting 5 was referred to the Operations Subcommittee.

9. **IPEDS Task Force Appointments:**
Nassirian reported that only seven (of 12 needed) volunteers had been identified to serve on the Task Force.
Action: It was agreed that Nassirian would keep collecting leads and present a list of names to Haid for appointment.

10. **Inter-Association Task Force "Disciplinary Dismissals and Student Transcripts":**

Haid indicated that AACRAO could take part in the Inter-Association Task Force research study to analyze institutional policies on the issue. Each association participating (has been requested to) contribute $1,000 to support the survey and collection of data.

11. **1999.6.1- M/S/P: To fund AACRAO's involvement with the "Disciplinary Dismissals and Student Transcripts" Inter-Association Task Force with a budget allocation of $1,000**.
[Anderson/Haid. 8/0]

12. **Scholarships for Board of Director Service:**
Johnson reminded the Board it was to consider reinstating scholarship recognition for those who complete their service on the Board.
Action: Haid requested the Finance Subcommittee determine the feasibility of this suggestion.

13. **Conflict-of-Interest Policy:**
Catherine Livingston, Attorney with Caplin & Drysdale (DC), joined the Board via conference call at 3:30 PM to explain the Conflict-of-Interest Policy recommendations, and its importance to AACRAO. Sullivan had distributed the proposed policy text and explained what would qualify as a conflict of interest in relation to the policy. She emphasized that the policy would require a member of AACRAO to come forward if he/she perceives a conflict. Upon raising the issue it would be the responsibility of the Board or committee to determine whether a conflict existed via review and deliberation. Further, that there must be a written record of any potential conflict and that a failure to disclose the conflict would require that the Board confront the individual, although doing so would involve the deliberative process and it may conclude there is not conflict-of-interest. She suggested that the policy be adopted as a Board resolution made well known to the membership upon its adoption, perhaps by including the resolution in the Member Guide. Sullivan inquired about the financial interest definition, asked whether a potential financial arrangement with a competing enterprise constituted a conflict and found out that language could be crafted for it as necessary. Nassirian was concerned that the language itself was not easily understandable to members, and Livingston suggested that the policy could include a companion "Question and Answer" description of issues (i.e., specific examples of conflicts of interest). She added that in the absence of a by-law change, removal of a member who had violated the policy was not possible.
Action: The Administrative Subcommittee will provide a recommendation regarding the Conflict-of-Interest Policy.
Action: Office staff will configure a narrative companion piece to the Conflict-of-Interest Policy for distribution after its adoption.

14. **Incorporation:**
Tom Bilger raised concern regarding AACRAO's un-incorporated status, and the Board concurred. Sullivan reported about work on incorporation, its impact on by-laws, and added that incorporation would be a primary focus for the near term.
Action: Sullivan will provide the Board with necessary changes and added language to the by-laws for the purpose of incorporation.
Action: The Administrative Subcommittee will investigate a viable means to incorporate and have the membership approve any necessary changes at the earliest

possible time.
Action: Janie Barnett will send information about liability coverage so that Board members will have time to review the package in advance of the May 6 conference call.

15. **Keyman Insurance:**
Schuster explained the reason coverage was felt advisable and that the insurance could be renewed annually without proof of health for the term designated.
1999.6.2- M/S/P: That AACRAO purchase $350,000 of insurance coverage on the Executive Director for a period of not less than five years.
[Schuster/Anderson. 8/0]

16. **Matching Fund Contributions:**
Anderson submitted two checks for matching member contributions to the reserves from Voice FX and ScripSafe, AACRAO Corporate members, in the amount of $2593.75.
1999.6.3- M/S/P: Be it resolved that AACRAO formally thank Voice FX and ScripSafe for their matching contributions to AACRAO reserves. [Anderson/Schuster. 8/0]

17. **Publication of President/Executive Director/New President Remarks:**
Anderson recalled that 1995 was the last year that President's remarks, the Executive Director report and the new President's remarks were included in the Summer issue of *C&U*. He asked that the Board consider the appropriate means to publish these items. It was pointed out that professional research or scholarly journals do not generally include organizational/membership information.
Action: Referred to the Operating Subcommittee.

18. ***College and University*:**
Nassirian stated that the Summer *C&U* was ready for editing to be published on schedule. Smith noted that in the past there have been four issues, but that current budget restrictions necessitated a revised schedule. Smith expressed her interest in reinstating the fourth issue and asked that the Board consider availability of funds for a fourth issue. Haid concurred that a fourth issue is desirable, if the budget permits.

19. **Members as Subcontractors:**
Action: The Operations Subcommittee will investigate the method by which members are engaged as subcontractors and to develop a policy for such arrangements if the Operations Subcommittee determines it necessary to do so (for the SEM conference, etc.).

20. **Financial Status:**
Action: The Finance Subcommittee will review the financial status and recommend disposition of budgets. Sullivan stated that Caputo could assist and that a Business Manager was being sought for the AACRAO Office for improved assistance.

21. **Group Numbers for Program Committees:**
Lonabocker suggested that the numbering system, I to V, for the five Groups was difficult to understand, and proposed that acronyms be assigned for future use and

database sorting.
Action: Lonabocker will follow-up with supporting staff.

22. **Identification of Issues and Assignments:**
Action: The Executive Director's contract revision and evaluation plans were referred to the Administrative Committee.
Action: The issue of regular membership surveys was referred to the Membership Subcommittee with Task Force 2000 goals in mind.
Action: The issue of small college dues and participation was referred to the Membership Subcommittee for consideration.
Action: The issue of a communication plan for members was referred to the Operations Subcommittee for consideration.

1999.6.4- M/S/P: To table the discussion regarding reinstating the scholarship tribute for Board members as they rotate off the Board until the financial impact can be clarified.
[Schuster/Anderson. 8/0]

Action: The Finance Subcommittee will investigate the budgetary impact.

23. **Publications Advisory Board:**
Smith reported that the PAB had not met in recent years outside of the Annual Meeting and she emphasized the importance of doing so.
Action: Smith will work with the Office and Schuster to identify what budget is available.

24. **Board Nominee Biographies:**
Bilger stressed the importance of publishing biographies of the Board Nominees prior to the Annual Meeting.
Action: Staff will gather Board of Director biographies for publication in the upcoming *Data Dispenser.*

25. **1999.6.5- M/S/P: To adjourn Meeting 6, 1999 at 5:04 PM**
[Haid/Lonabocker. 8/0].